

FOREIGN CORPORATION SURRENDER OF RIGHT TO TRANSACT INTRASTATE BUSINESS

A qualified foreign corporation surrenders its right to transact intrastate business in the State of California by filing with the California Secretary of State a certificate pursuant to California Corporations Code [Section 2112](#). A Certificate of Surrender of Right to Transact Intrastate Business form designed for compliance with these requirements is attached.

A Certificate of Surrender cannot be filed without a current and valid Tax Clearance Certificate issued by the Franchise Tax Board. If the Certificate of Surrender (meeting statutory requirements) is accompanied by a current and valid Tax Clearance Certificate, the Certificate of Surrender will be filed. The Certificate of Surrender can be submitted to the Secretary of State's Office with a completed Request for Tax Clearance Certificate – Corporations (form FTB 3555) or Request for Tax Clearance Certificate – Exempt Organizations (form FTB 3555A), as applicable. The Secretary of State will forward the request for tax clearance to the Franchise Tax Board and hold the Certificate of Surrender pending issuance of the Tax Clearance Certificate. When the Tax Clearance Certificate is issued, the Franchise Tax Board will forward a copy to the Secretary of State's Office, at which time the Certificate of Surrender will be filed. All nonprofit corporations, including those with tax exemption, must obtain a Tax Clearance Certificate.

Information regarding the issuance of a Tax Clearance Certificate or the completion of forms FTB 3555 and FTB 3555A can be obtained from the [Franchise Tax Board's Internet Web site](#) or by calling the Franchise Tax Board at (916) 845-4124 for general corporations, and (916) 845-4171 for exempt corporations.

There is no fee for filing a Certificate of Surrender of Right to Transact Intrastate Business.

The original and at least two copies of the certificate should be included with your submittal. The Secretary of State will certify two copies of the filed certificate without charge, **provided that the copies are submitted to the Secretary of State with the original to be filed**. Any additional copies submitted with the original will be certified upon request and payment of the \$8.00 per copy certification fee.

Surrender documents are not filed in regional offices. Documents must be mailed or hand delivered for over-the-counter processing to the Secretary of State's office in Sacramento at:

Business Programs Division
1500 11th Street, Room 390
Sacramento, CA 95814

(916) 657-5448

Surrender documents must be filed with the Secretary of State. Mailing or submitting documents to other state or federal agencies, including the Franchise Tax Board and the Internal Revenue Service, will not satisfy the statutory filing requirements.

For proof of submittal, it is recommended that documents mailed to the Secretary of State's office be sent by Certified Mail, Return Receipt Requested. To facilitate the processing of documents mailed to our office, a self-addressed envelope and a letter referencing the corporate name and number as well as your own name, return address and telephone number should also be submitted.

A \$15.00 **special handling fee** is applicable for processing documents delivered in person at the public counter in the Sacramento office. The \$15.00 special handling fee must be remitted by separate check for each submittal and will be retained whether the documents are filed or rejected. The special handling fee does not apply to documents submitted by mail.

Preclearance or expedited filing of *eligible corporate documents* can be requested in a specified time frame, for an additional fee (in lieu of the \$15.00 special handling fee), as described in the [Preclearance/Expedited Filing Service Information](#). The preclearance/expedited filing service is not available in the regional offices.

The Secretary of State strongly recommends that competent legal counsel be consulted prior to submitting surrender documents to ensure that all issues are appropriately addressed.

PLEASE REFER TO THE CORPORATE NUMBER WHEN SUBMITTING
DOCUMENTS FOR FILING TO ENSURE PROPER APPLICATION

CERTIFICATE OF SURRENDER OF RIGHT TO TRANSACT INTRASTATE BUSINESS

On behalf and by authority of:

(Name of Corporation)

a corporation organized under the laws of _____,
(State or Place of Incorporation)

the undersigned officer of said corporation does hereby certify and declare:

1. Said corporation hereby surrenders its right and authority to transact intrastate business in the State of California.
2. Said corporation hereby revokes its designation of agent for the service of process in California.
3. Said corporation consents that process against it in any action upon any liability or obligation incurred within the State of California prior to the filing of this Certificate of Surrender of Right to Transact Intrastate Business may be served upon the Secretary of State of the State of California.
4. The post office address to which the Secretary of State may mail copies of any process against the corporation that is served upon the Secretary of State is

_____.

(Signature of Corporate Officer)

(Typed Name and Title of Officer Signing)